

1 **WAGANAKSING ODAWA STATUTE 2013-__**

2 **Gaming Enterprise Board**

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4 **SECTION I. REPEALS AND REPLACES**

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6 This Statute repeals and replaces Waganakising Odawak Statue (WOS) 2010-021 Gaming
7 Delegation and Authority Statute and any previous Statues including WOS 2009-012, WOS
8 2001-12, as amended by WOS 2000-02.

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11 **SECTION II. PURPOSE**

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13 This Statute establishes and creates the Gaming Enterprise Board to develop policies and
14 procedures for the orderly and efficient operation of the Tribe's Odawa Casino Resort Gaming
15 Enterprises and to provide for the management to oversee its operations in accordance with
16 Article VII D(24) delegation of management responsibilities. The Gaming Enterprises Board is
17 charged with maximizing the economic efficiency of the Odawa Casino Resort while respecting
18 Tribal traditions, values and culture.

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21 **SECTION III. DEFINITIONS**

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23 A. "*Appointee*" means person(s) appointed to the Enterprise Board.
24
25 B. "*Board Member or Board*" means a person seated on the Gaming Enterprise Board.
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27 C. "*Business Plan*" means a plan written for the operation of the Odawa Casino Resort and
28 its' operations.
29
30 D. "*Chief Financial Officer*" means the Chief Financial Officer (CFO) employed by the
31 LTBB Government.
32
33 E. "*Director of Finance*" means the person employed by the Enterprises who reports to the
34 Odawa Casino Resort General Manager and Board.
35
36 F. "*Enterprises*" means the Odawa Casino Resort, ancillary enterprises, activities and any
37 other tribally owned enterprises or businesses related to gaming.
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- 1 G. “*Executive*” means the Executive Branch of the Little Traverse Bay Bands of Odawa
2 Indians.
- 3
- 4 H. “*Gaming*” means any game classified as “Class II” or “Class III” under the Indian
5 Gaming Regulatory Act of October 17, 1988 and or future amendments.
- 6
- 7 I. “*Gaming Operations*” or “*Operations*” means all business operations directly related to
8 the conduct of the Enterprises.
- 9
- 10 J. “*General Manager*” means the person or persons hired to manager and oversee the day
11 –to-day operations of the Enterprises.
- 12
- 13 K. “*Independent Auditor*” means the person or entity required under the LTBB Gaming
14 Regulatory Statute, as amended.
- 15
- 16 L. “*LTBB*” means Little Traverse Bay Bands of Odawa Indians.
- 17
- 18 M. “*Tribal Council*” means the Legislative Branch of the Little Traverse Bay Bands of
19 Odawa Indians.
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21 **SECTION IV. CREATING THE GAMING ENTERPRISE BOARD**

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23
24 The Gaming Enterprise Board is hereby created and The Tribal Council delegates and
25 authorizes its duties and authority as set forth in this Statute.

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27 **SECTION V. TRIBAL COUNCIL DELGATES**

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30 In accordance with the Tribal Constitution, Tribal council delegates the nominations and
31 management of the Gaming Enterprise Board to the Executive Branch.

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33 **SECTION VI. COMPOSITION, ELIGIBILITY, APPOINTMENT AND TERMS**

34 **A. COMPOSITION**

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- 38 1. The Board shall consist of five (5) members appointed by the Tribal Council who
39 meet the eligibility requirements set out is subsection (B) of this section.
- 40

2. The Board shall have a Chairperson, Vice-Chairperson, Secretary and Treasurer elected by the Board annually.
3. The Board Member appointment commence upon being sworn in under this Statute pursuant to subsection (B) of this section.

B. ELIBIBILITY

To serve on the Gaming Enterprise Board a person must meet the following criteria:

- i. Three (3) years of business or financial experience.
- ii. Three (3) years of gaming or hospitality experience.
- iii. The appointee must meet the qualification for licensing under the Tribe's Gaming Regulatory Ordinance.
- iv. No person can serve on the Gaming Enterprise Board who is employed by either the LTBB Government, or an elected official of LTBB.
- v. No person can serve on the Gaming Enterprise Board who is employed by the Odawa Casino Resort or Enterprises or Gaming Operations of LTBB; or any another federally recognized Indian Tribe, or any facility or enterprise conducting Gaming.
- vi. No person can serve on the Gaming Enterprise Board, who has been convicted of a felon in Tribal, State, or Federal Court within seven (7) years to the date of the appointment.

C. APPOINTMENT AND TERMS

1. The Enterprise Board appointee serves at the pleasure of the Tribal Council. Appointments are made by a simple majority of the nine (9) of the Council quorum.
2. Removal of a Board Member requires an affirmative vote of at least seven (7) of the Council quorum.
3. Three (3) persons of the Board shall be appointed to serve for a three (3) year term. Two persons of the Board shall be appointed to serve for two (2) year term.

- 1 4. Upon expirations Board Members may reapply for Nomination for reappointment.
- 2
- 3 5. Board Members may be removed for cause by a majority vote of the Tribal Council.
- 4
- 5 6. Board Members may recommend removal for cause by a super-majority vote of the
- 6 Board excluding the Board Member in question using the following criteria;
- 7
- 8 i. Misconduct.
- 9
- 10 ii. Neglect of duties.
- 11
- 12 iii. Violations of Tribal law.
- 13
- 14 iv. Violations of Board Policy.
- 15
- 16 v. Failure to attend three (3) consecutive unexcused Board Meetings.
- 17
- 18
- 19

20 **D. SECTION V. POWERS, DUTIES AND FUNCTION**

21 **A. POWERS**

22 The Enterprise Board shall have the following powers in connection with the Enterprise;

- 23
- 24 1. To employ a General Manager.
- 25
- 26 2. To employ an executive assistant to carry out Board functions.
- 27
- 28 3. To approve policies, procedures, plans and budgets for an orderly and efficient
- 29 running of the Enterprise and Operations, which includes;
- 30
- 31 i. Annual Enterprise operating budgets.
- 32
- 33 ii. Annual Enterprise Business Plan.
- 34
- 35 iii. Distribution of annual services payments to the Tribal Government.
- 36
- 37 iv. Human Resources policies.
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- 39
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1 **B. DUTIES AND FUNCTIONS**
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- 3 1. The Board shall review, evaluate and may terminate the General Manager.
4
5 2. The Board shall monitor compliance of the approved policy and procedures
6 through the General Manager.
7
8 3. The Board shall adopt meeting policies and any other policies for Board
9 business, provided such policies are in accordance with this Statute and
10 approved by the Board.
11
12 4. The Board shall adhere to the Constitutionally Mandated Rules of Conduct for
13 Officials of Tribal Government that are approved by Tribal Council and any
14 other subsequent rules, as may apply.
15
16 5. The Board shall adhere to the Tribal Minimal Internal Control Standards
17 (TMICS) and all other applicable Statutes and laws.
18
19 6. The Board shall adhere to all Policies and Procedures approved by the Board.
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21 7. The Board shall not be involved in day-to-day management of the Gaming
22 Enterprises and its operations.
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25 **SECTION VII. FINANCING, BANK ACCOUNTS AND BUDGETS**
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- 27 A. Each year the Board shall present an annual budget of the Board and all Gaming
28 Enterprises and operations budgets, which shall include all projected expenses for Tribal
29 Council approval.
30
31 B. The Board is not authorized to incur any financial obligation or liability, other than what
32 is in the Board's approved budget, without prior Tribal Council approval.
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34
35 C. The Board shall have the authority to establish and maintain bank accounts as may be
36 necessary for the operations of the Enterprises.
37
38 D. The Director of Finance shall oversee and manage the accounting, finance, cash, credit
39 and cash management of the Enterprises, and other directors and manager as
40 appropriate.

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2 E. The Director of Finance shall report directly to the General Manager and shall make all
3 Enterprises financial records available to the General Manager and Board, LTBB Chief
4 Financial Officer (CFO), Tribal Council and the Executive Office.
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7 **SECTION VIII. REPORTING REQUIREMENTS**
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- 9 A. The Board shall provide a monthly report at the second meeting of Tribal Council each
10 month of all financials of the Enterprise and its operations.
11
12 B. The Board shall provide to Tribal Council, a quarterly report that contains updated
13 Business Plan, projected revenues, profit and loss revenues and earnings before Interest
14 Taxes, Depreciation and Amortization (EBITA) for not less than three (3) months in
15 advance based on the Business Plan. This report shall also include; the number of
16 employees, number of Tribal Citizens, other Natives and non-Natives employed, and turn
17 -over-rate, number of Tribal Citizens in management positions, Native or non-Native
18 employed in management positions and requests new development and/or capital projects
19 and all other relevant information.
20
21 C. The Tribal Council shall appoint an independent auditor to conduct the annual financial
22 statement audit and minimum internal control testing required by 25 C.D.R. §§ 52204
23 and 571.12 and any other applicable or successor Federal regulations. The Board shall
24 have a right to receive a Copy of the annual audit, Tribal Council and Executive.
25
26 D. Board records shall be open to Tribal Citizens upon on request under the Freedom of
27 Information, except in matters of confidentiality as defined by Tribal Statute.
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30 **SECTION IX. MEETINGS**
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- 32 A. The Board shall hold one meeting or work- session once a month.
33
34 B. The Board shall develop meeting and work-sessions procedures and policies.
35
36 C. The Board meetings shall be open to Tribal Citizens.
37
38 D. Closed Sessions may be held only for the purposes of personnel, litigation, confidential
39 business or legal matters or that raise to the level of significant privacy or confidentiality
40 matters.

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2 E. Notice of meetings or work-sessions shall be posted forty-eight (48) hours in advance.
3

4 F. Board business that requires immediate attention may be conducted by telephone
5 conference call. Any action taken on such a call shall be recorded in the minutes of the
6 next regularly scheduled meeting. The Board secretary or designee shall attempt to
7 notify each of the Board Members of the conference call by any practical means
8 including telephone, fax, email, text or in person and must certify that an attempt was
9 made of contact each Board member. No compensation will be paid for telephone
10 conference calls.
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12 G. Emergency meetings may only be called when immediate action necessary for the
13 preservation or promotion of essential interests of the Tribe and Enterprises. The
14 emergency action taken must be ratified at the next regular meeting of the Authority, and
15 the minutes must state the reason such emergency action was necessary.
16

17 H. A quorum for a Board meeting shall consist of a majority of the sitting Board Members.
18 A meeting may not be called to order without a quorum present and no official business
19 shall be conducted without a quorum.
20

21 I. A work-session shall remain open and shall not include a closed session.
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24 **SECTION IIX. COMPENSATION**

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26 The Board Members shall be compensated, subject to the availability of funds for the following:

27 A. Two-hundred and fifty (\$250.00) per day stipend for attendance at meetings or work-
28 sessions that are approved by Board motion.

29 B. One-hundred (\$150.00) per day stipend for attendance at conferences or other functions
30 approved by the Board motion.

31 C. Board Members shall only receive one stipend per day for activities performed under
32 both subsection (A) and (B) within the same day. Stipends shall not be combined.
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34 D. The Board shall adhere to the Tribal travel policies for reimbursement of travel expenses.
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37 **SECTION X. NEPOTISM**

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- 1 A. For Purposes of this Statute, two (2) or more members of the same immediate family
2 shall not serve on the Board at the same time. Further, a person shall not serve on the
3 Board if the General Manager Director of Finance, Internal Auditor, Tribal
4 Chairperson or Vice-Chairperson is an immediate family member, For purposes of this
5 section immediate family means husband, wife, son, daughter, step-son, step-daughter,
6 father, step-father, father-in-law, mother, step-mother, mother-in-law, brother, step-
7 brother, sister, step-sister, sister-in-law, child, step-child or person whose relationship
8 with the Board Member is similar to that of person who are related by blood or marriage.
9
- 10 B. No Board Member may participate in making any decision that involves a personal or
11 financial interest of the Board Member or a member of his or her immediate family,
12 unless interest is held in common with the Tribe and its Citizens.
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15 **SECTION XI. GAMING PROHIBITION**

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17 No Member of the Board shall be allowed to participate in any gaming activity any LTBB owned
18 Gaming Enterprises.
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21 **SECTION XII. SAVING CLAUSE**

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23 In the event that any phrase, provision, part, paragraph, subsection, or section of this Statute is
24 found by a court of competent jurisdiction of violate the Constitution, laws or ordinances of the
25 Little Traverse Bay Bands of Odawa Indians, such phrase, provision, part paragraph, subsection
26 or section shall be considered to stand alone and to be deleted from this statute, the entirety of
27 the balance of the statute to remain in full and binding force and effect.
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